

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CITATION CORPORATION,</b>	)	
	)	<b>Case No. _____</b>
<b>Debtor.</b>	)	
<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CITATION HOLDING COMPANY,</b>	)	
	)	<b>Case No. _____</b>
<b>Debtor.</b>	)	
<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>BERLIN FOUNDRY CORPORATION,</b>	)	
	)	<b>Case No. _____</b>
<b>Debtor.</b>	)	
<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>BOHN ALUMINUM, INC., f/k/a BAC</b>	)	
<b>ACQUISITION CORPORATION,</b>	)	<b>Case No. _____</b>
	)	
<b>Debtor.</b>	)	
<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CASTWELL PRODUCTS, INC.,</b>	)	
	)	<b>Case No. _____</b>
<b>Debtor.</b>	)	
<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CITATION PRECISION, INC., f/k/a CITATION</b>	)	
<b>PRODUCTS, INC.,</b>	)	<b>Case No. _____</b>
	)	
<b>Debtor.</b>	)	

**IN RE:**

**HI-TECH, INC., f/k/a HTC ACQUISITION  
CORPORATION,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**IROQUOIS FOUNDRY CORPORATION, f/k/a  
IROQUOIS ACQUISITION CORPORATION,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**ISW TEXAS CORPORATION,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**MANSFIELD FOUNDRY CORPORATION,  
f/k/a MFC ACQUISITION CORPORATION,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**OBI LIQUIDATING CORP., f/k/a  
OBERDORFER INDUSTRIES CORP., f/k/a  
OBI ACQUISITION CORP.,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**TEXAS STEEL CORPORATION, f/k/a TSC  
ACQUISITION CORPORATION,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**TSC TEXAS CORPORATION,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**CITATION ALUMINUM, LLC, f/k/a  
SOUTHERN ALUMINUM CASTINGS  
COMPANY,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**CITATION CASTINGS, LLC, f/k/a CITATION  
CASTING, INC.,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**CITATION GRAND RAPIDS, LLC, f/k/a ITM  
MANUFACTURING COMPANY, LLC, f/k/a  
ITM ACQUISITION COMPANY, LLC,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**CITATION LAKE ZURICH, LLC, f/k/a  
DYCAST, INC.,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

**IN RE:**

**CITATION MICHIGAN, LLC, f/k/a ITM  
PARTNERS, INC.,**

**Debtor.**

**Chapter 11**

**Case No. \_\_\_\_\_**

IN RE:	)	
	)	
CITATION WISCONSIN FORGING, LLC, f/k/a)	)	Chapter 11
INTERSTATE FORGING INDUSTRIES, INC., )	)	Case No. _____
Debtor.	)	
	)	
IN RE:	)	
	)	
CITATION WISCONSIN, LLC, f/k/a CUSTOM )	)	Chapter 11
PRODUCTS CORPORATION, )	)	Case No. _____
Debtor.	)	
	)	
IN RE:	)	
	)	Chapter 11
ITM HOLDING CO., LLC, )	)	Case No. _____
Debtor.	)	
	)	
IN RE:	)	
	)	Chapter 11
INTERSTATE SOUTHWEST, LTD., a Texas )	)	Case No. _____
limited partnership, )	)	
Debtor.	)	
	)	
IN RE:	)	
	)	Chapter 11
TEXAS FOUNDRIES, LTD., a Texas limited )	)	Case No. _____
partnership, )	)	
Debtor.	)	
	)	
IN RE:	)	
	)	Chapter 11
MFC LIQUIDATING COMPANY, LTD., f/k/a )	)	Case No. _____
MABRY FOUNDRY COMPANY, LTD., a Texas )	)	
limited partnership, )	)	
Debtor.	)	
	)	

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**DEBTORS' MOTION FOR AN ORDER PURSUANT TO FEDERAL RULE OF  
BANKRUPTCY PROCEDURE 1015(B) FOR JOINT ADMINISTRATION OF CASES**

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COME NOW, Citation Corporation ("Citation"), its holding company, and certain of its direct and indirect subsidiaries (the "Subsidiaries"), as debtors and debtors in possession (collectively, the "Debtors"), and, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), move this Court (this "Motion") to enter an order authorizing joint administration of the Debtors' above-captioned chapter 11 cases, which are more fully detailed on Exhibit "A." Contemporaneously with the filing of this Motion, the Debtors have filed respective voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"). In support of this Motion, the Debtors rely on the Affidavit of Charles P. Bloome in Support of Chapter 11 Petitions and First Day Orders, filed contemporaneously herewith, and state as follows:

**JURISDICTION AND VENUE**

1. On September 18, 2004 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Clerk of this Court. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to §§ 1107 and 1108.

2. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of the Debtors' chapter 11 cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is Bankruptcy Rule 1015(b).

### **FACTUAL BACKGROUND**

3. Facing its biggest challenges of all -- a sluggish industry and skyrocketing materials costs -- Citation and its affiliated companies<sup>1</sup> have filed for chapter 11 bankruptcy in the U.S. Bankruptcy Court in Birmingham, Alabama. This action was taken to reorganize Citation's businesses into a profitable company that will continue to serve its customers. The Citation companies continue to operate their businesses and manage their properties as debtors in possession in accordance with the Bankruptcy Code.

4. Since its inception in 1974, Citation has forged a name for itself within the metal components industry by focusing on one overriding goal; total customer satisfaction. Citation has done this by acquiring capable leadership, loyal production workers and responsive suppliers.

5. Like every action Citation has taken over the years, chapter 11 was undertaken with customers in mind. The company is confident that a court-guided reorganization will give Citation the breathing room it needs to improve cash flow and emerge as a profitable company serving its many customers. The Citation companies will continue to use sound management practices to operate their businesses and manage their properties as debtors in possession in accordance with the Bankruptcy Code.

6. Citation is a privately held Delaware corporation headquartered in the Birmingham, Alabama metropolitan area. Through its wholly-owned subsidiaries, Citation designs, develops and manufactures high quality cast, forged, and machined components for the

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<sup>1</sup> At this time, one of Citation's affiliates, Citation Camden Casting Center, Inc. ("Camden"), is not filing for bankruptcy. Camden is no longer an operating facility.

capital and durable goods industries. The products Citation manufactures are made primarily from iron, steel and aluminum materials. Citation's attention to quality, delivery and cost have allowed it to grow its customer base over the years. The company has also grown its business through a series of acquisitions. The Citation companies now own and operate sixteen facilities located in Alabama, Indiana, Wisconsin, Michigan, Illinois, Texas, and North Carolina. The Citation companies employ approximately 5,100 employees, some of whom are unionized.

7. Citation manufactures products for several market segments including the automotive, heavy truck, construction, aerospace, agricultural and commercial industries. Citation produces aluminum and iron castings. Its steel forgings are used in a wide variety of applications including braking, steering, engine and drive train parts for passenger cars and light trucks; suspension and transmission parts for heavy trucks; ground engaging tools for construction equipment; parts for aircraft engines, landing gear and structural airframes; and thousands of other critical parts for capital and durable goods. Citation sells its castings and forgings to customers throughout the United States. Several of its largest customers are very large tier-one suppliers who make, assemble, and supply parts to automobile manufacturers.

8. Through the 1990s, Citation was a publicly traded company. In December 1999, Citation was taken private by an investment firm based in New York. A fund managed by the same firm continues to own virtually all of the shares of Citation's parent corporation.

9. Citation's cash flow challenges are typical of the industry today. All purchasers of steel have been suffering from the onslaught of record steel price increases. In the last 18 months, the price of steel scrap escalated from its traditional price of \$150 per ton to more than \$400 per ton. Other raw materials prices have also suffered dramatic price increases.

10. Ductile products account for half of Citation's sales. Steel scrap is the primary raw material used to make ductile products. Due to the unprecedented and unexpected price escalations for the purchase of steel scrap, Citation has found it difficult to maintain sufficient operating capital. Although some of Citation's customer relationships include provisions for sharing cost increases for steel scrap, Citation's relationships with several of its largest customers have no such provisions. Although Citation continues to work with customers to maintain positive, mutually beneficial relationships, Citation to date has been forced to bear the full burden of the increased price of steel scrap in many of its relationships. Citation's aluminum and other divisions have fared better, largely due to their ability to pass on the raw materials price increases.

11. In addition to the escalating price of steel scrap, Citation -- like numerous U.S. companies that provide employees with healthcare benefits -- has incurred heavy increases in the cost of health care for Citation's employees. This and an increase in the cost of utilities has further hampered Citation's cash flow.

12. Citation has a strong market share of the North American ductile iron parts industry, competing primarily with North American companies only. This is because the weight, size, and shapes of the materials and product and heavy industry's requirements for just-in-time or staged delivery generally require the ductile iron foundries to be located on the same continent as the customers. Nonetheless, there is foreign competition, primarily from China and India.

13. The entire North American ductile iron parts industry finds itself in the same predicament as Citation. Some companies have recently exited this business altogether while a few competitors are better capitalized. Citation is determined to stay in business, and to continue



serving the customers, employees and suppliers who have come to rely on Citation as a partner in success. Citation's management sees chapter 11 as a positive step to better position itself until the price of steel and other raw materials can reach an equilibrium within the industry and the true cost of materials can be passed through to the end user of the product.

14. As already mentioned, one of the most significant costs to Citation has been the unprecedented increase in the price of steel scrap. Combined with Citation's debt load, this has resulted in a shortage of cash flow. For the fiscal year ended September 28, 2003, Citation and its subsidiaries reported net sales of approximately \$640,000,000 and a net loss of approximately \$120,000,000.

15. Citation and its subsidiaries are indebted under a bank debt facility in the approximate amount of \$325,000,000. This indebtedness is secured by a first lien on virtually all of the Debtors' assets. Citation's parent corporation is separately indebted under a different debt facility to a different set of creditors in the approximate amount of \$140,000,000. Citation generally has trade debt of approximately \$60,000,000.

16. Citation is owed receivables from its customers that generally total around \$90,000,000. Citation maintains inventory that has a book value of approximately \$45,000,000. Citation owns property, plants, and equipment of substantial value. Its greatest assets, however, are Citation's strong customer base and its many loyal employees.

17. As a part of its ongoing strategic review and assessment of their financial condition, Citation has determined to take advantage of its strong market share position, to strengthen the balance sheet, and to operate successfully in today's competitive environment, it must reduce its existing debt burden and increase operating efficiencies. Citation seeks

protection under chapter 11 of the Bankruptcy Code to provide the necessary time to stabilize its finances and to develop and to implement a strategic plan to return its business to sustained profitability.

18. Citation filed bankruptcy with four primary goals in mind: (a) to reshape the Debtors' capital structure; (b) to improve cost efficiencies; (c) to maintain product manufacture and delivery; and (d) to negotiate with its key customers to pass on raw materials price increases. During its stay as a debtor-in-possession in chapter 11, Citation will continue to serve its customers by manufacturing high quality products at Citation's many locations throughout the United States. Once these four key goals are sufficiently met by the bankruptcy proceedings, Citation will emerge from this process as a strong, viable, and independent business positioned for increased competitiveness and sustained profitability.

#### **RELIEF REQUESTED**

19. By this Motion, the Debtors seek the joint administration of the Debtors' chapter 11 cases, for procedural purposes only, pursuant to Bankruptcy Rule 1015(b), which provides, in pertinent part:

If a joint petition or two or more petitions are pending in the same court by or against . . . a partnership and one or more of its general partners, or . . . a debtor and an affiliate, the court may order a joint administration of the estates.

Fed. R. Bankr. P. 1015(b).

20. The Debtors are "affiliates" as that term is defined in Bankruptcy Code § 101(2). Accordingly, this Court is authorized to grant the relief requested herein.

21. In light of the magnitude of these chapter 11 cases, they should be administered jointly to eliminate or reduce the need for duplicative notices, motions, applications, and orders and, thereby, save considerable time and expense for the Debtors and their estates.

22. The Debtors request that one file and docket be maintained for the jointly-administered cases and that such file and docket be the file and docket established for the case of Citation. The Debtors propose to use the case caption that is attached hereto as Exhibit "B" in the jointly-administered case. A notice similar to that attached as Exhibit "C" will be sent to all creditors and parties in interest and filed in each of the Debtors' cases.

23. The rights of the respective creditors of the Debtors will not be adversely affected by the proposed joint administration of these cases. Each creditor may file one claim in the jointly-administered case, designating which of the Debtor(s) it has a claim against. In fact, the rights of all creditors will be enhanced by the reduced costs that will result from the joint administration of these cases.

24. Supervision of the administrative aspects of these chapter 11 cases by the Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Administrator") will be simplified.

25. Joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to utilize a single general docket for these cases and to combine notices to creditors of the Debtors' respective estates and other parties in interest. The Debtors envision that numerous notices, applications, motions, hearings and orders in these cases will affect most, if not all, of the Debtors. Further, joint administration will permit counsel for parties in interest to include the Debtors' respective estates in a single caption on the numerous documents that will be served and

filed in these cases, thus enabling parties in interest of all estates to be apprised of the various matters before this Court.

26. All professionals who file fee applications should be permitted to file fee applications in just one case for all work done for all of the Debtors.

27. The Debtors request that joint administration of these cases includes the following:

- (a). The use of a single docket for administrative matters, including the list of claims filed and the filing, logging and docketing of pleadings in order;
- (b). the combining of notices to creditors and other parties of interest;
- (c). the scheduling of hearings;
- (d). the filing of a single monthly operating report with the Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama (the "Bankruptcy Administrator") by the Debtors; and
- (e). the joint handling of other administrative matters; and
- (f). the filing of a single proof of claim with a statement included therein against which of the affiliated entities the claim is filed.

#### **NOTICE AND PRIOR MOTIONS**

28. Notice of this Motion has been given to (1) the Bankruptcy Administrator; (2) counsel to JPMorgan Chase Bank as Administrative Agent for the Debtors' prepetition lenders; (3) counsel to JPMorgan Chase Bank as Administrative Agent for the Debtors' proposed postpetition lenders; (4) the Debtors' twenty (20) largest unsecured creditors (on a consolidated basis); and (5) the District Director of Internal Revenue Service for the Northern District of Alabama. The Debtors submit that given the circumstances and the notice of the relief requested herein, no other or further notice is required.

29. No previous request for the relief sought herein has been made to this or any other court.

**WHEREFORE**, the Debtors request the Court enter an order, substantially similar to the order attached hereto as Exhibit "D," and grant the Debtors such other and further relief as this Court may deem just and proper.

Dated this the 18 day of September, 2004.

A handwritten signature in black ink, appearing to read "Michael Leo Hall", written over a horizontal line.

Michael Leo Hall  
Robert B. Rubin  
Rita H. Dixon  
Attorneys for Debtors and Debtors in Possession

**OF COUNSEL:**  
BURR & FORMAN LLP  
3100 SouthTrust Tower  
420 North 20th Street  
Birmingham, Alabama 35203  
Telephone: (205) 251-3000  
Facsimile: (205) 458-5100

**Exhibit "A"****List of Debtor Entities, States, & Ownership****CITATION HOLDING COMPANY AND SUBSIDIARY**

	<b>Legal Name</b>	<b>State of Inc./Org.</b>	<b>Ownership Structure</b>
1.	Citation Holding Company	DE	Kelso & Affiliates 85.55%; Other Investors 14.45%
2.	Citation Corporation	DE	Citation Holding Company

**CITATION CORPORATION'S SUBSIDIARY CORPORATIONS<sup>1</sup>**

	<b>Legal Name</b>	<b>State of Inc./Org.</b>	<b>Ownership Structure</b>
3.	Berlin Foundry Corporation	WI	Citation Corporation
4.	Bohn Aluminum, Inc. (f/k/a BAC Acquisition Corporation)	IN	Citation Corporation
5.	Castwell Products, Inc.	IL	Citation Corporation
6.	Citation Precision, Inc. (f/k/a Citation Products, Inc.)	CA	Citation Corporation
7.	HI-TECH, Inc. (f/k/a HTC Acquisition Corporation)	IN	Citation Corporation
8.	Iroquois Foundry Corporation (f/k/a Iroquois Acquisition Corporation)	WI	Citation Corporation
9.	ISW Texas Corporation	DE	Citation Wisconsin Forging, LLC
10.	Mansfield Foundry Corporation (f/k/a MFC Acquisition Corporation)	OH	Citation Corporation
11.	OBI Liquidating Corp. (f/k/a Oberdorfer Industries Corp.) (f/k/a OBI Acquisition Corp.)	NY	Citation Corporation
12.	Texas Steel Corporation (f/k/a TSC Acquisition Corporation)	TX	Citation Corporation
13.	TSC Texas Corporation	DE	Citation Corporation

<sup>1</sup> At this time, one of Citation's affiliates, Citation Camden Casting Center, Inc. ("Camden"), is not filing for bankruptcy. Camden is no longer an operating facility.

**CITATION CORPORATION'S SUBSIDIARY LIMITED LIABILITY COMPANIES**

	<b>Legal Name</b>	<b>State of Inc./Org.</b>	<b>Ownership Structure</b>
14.	Citation Aluminum, LLC (f/k/a Southern Aluminum Castings Company)	AL	Citation Corporation
15.	Citation Castings, LLC <sup>2</sup> (f/k/a Citation Casting, Inc.)	AL	Citation Corporation
16.	Citation Grand Rapids, LLC (f/k/a ITM Manufacturing Company, LLC) (f/k/a ITM Acquisition Company, LLC)	DE	ITM Holding Co., LLC
17.	Citation Lake Zurich, LLC <sup>3</sup> (f/k/a Dycast, Inc.)	DE	Citation Corporation
18.	Citation Michigan, LLC <sup>4</sup> (f/k/a ITM Partners, Inc.)	DE	Citation Corporation
19.	Citation Wisconsin Forging, LLC <sup>5</sup> (f/k/a Interstate Forging Industries, Inc.)	WI	Citation Corporation
20.	Citation Wisconsin, LLC (f/k/a Custom Products Corporation)	WI	Citation Corporation
21.	ITM Holding Co., LLC	DE	Citation Michigan, LLC

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<sup>2</sup> Includes the following divisions: (1) Alabama Ductile Casting Company; (2) Citation Foam Casting Company; (3) Citation Marion; (4) Foundry Service Company; and (5) Southern Ductile Casting Company.

<sup>3</sup> Citation Lake Zurich, LLC was formerly known as Dycast, Inc. Dycast, Inc. was a successor by merger to Citecast Corp.

<sup>4</sup> Citation Michigan, LLC is a successor by merger to Citation Automotive Sales Corp.

<sup>5</sup> Citation Wisconsin Forging, LLC was formerly known as Interstate Forging Industries, Inc. Interstate Forging Industries, Inc. was a successor by merger to Citation Forging Corporation.

### **CITATION CORPORATION'S SUBSIDIARY LIMITED PARTNERSHIPS**

	<b>Legal Name</b>	<b>State of Inc./Org.</b>	<b>Ownership Structure</b>
22.	Interstate Southwest, Ltd. <sup>6</sup> (a Texas Limited Partnership)	TX	Texas Steel Corporation, General Partner ISW Texas Corporation, Limited Partner
23.	Texas Foundries, Ltd. <sup>7</sup> (a Texas Limited Partnership)	TX	Texas Steel Corporation, General Partner TSC Texas Corporation, Limited Partner
24.	MFC Liquidating Company, Ltd. <sup>8</sup> (f/k/a Mabry Foundry Company, Ltd.)	TX	Texas Steel Corporation, General Partner TSC Texas Corporation, Limited Partner

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<sup>6</sup> Interstate Southwest, Ltd., is a Texas limited partnership, of which the General Partner (1%) is Texas Steel Corporation, a Texas corporation which is a wholly-owned subsidiary of Citation Corporation, and the Limited Partner (99%) is ISW Texas Corporation, a Delaware Corporation, which is a wholly-owned subsidiary of Citation Wisconsin Forging, LLC, and second tier wholly-owned subsidiary of Citation Corporation.

<sup>7</sup> Texas Foundries, Ltd., is a Texas limited partnership, of which the General Partner (1%) is Texas Steel Corporation, a Texas corporation which is a wholly-owned subsidiary of Citation Corporation, and the Limited Partner (99%) is TSC Texas Corporation, a Delaware Corporation, which is a wholly-owned subsidiary of Citation Corporation.

<sup>8</sup> MFC Liquidating Company, Ltd., is a Texas limited partnership, of which the General Partner (1%) is Texas Steel Corporation, a Texas corporation which is a wholly owned subsidiary of Citation Corporation, and the Limited Partner (99%) is TSC Texas Corporation, a Delaware Corporation, which is a wholly-owned subsidiary of Citation Corporation.



**Exhibit "B"**

Proposed Style of Jointly-Administered Case

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

**IN RE:**

**CITATION CORPORATION, et al.,<sup>1</sup>**

**Debtors.**

)  
) **Chapter 11**  
)  
) **Case No. \_\_\_\_\_**  
) **(Jointly Administered)**

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<sup>1</sup> In addition to the Citation Corporation, the Debtors include the following entities: (i) Citation Holding Company, (ii) Berlin Foundry Corporation, (iii) Bohn Aluminum, Inc., (iv) Castwell Products, Inc., (v) Citation Precision, Inc., (vi) HI-TECH, Inc., (vii) Iroquois Foundry Corporation, (viii) ISW Texas Corporation, (ix) Mansfield Foundry Corporation, (x) OBI Liquidating Corp., (xi) Texas Steel Corporation, (xii) TSC Texas Corporation, (xiii) Citation Aluminum, LLC, (xiv) Citation Castings, LLC, (xv) Citation Grand Rapids, LLC, (xvi) Citation Lake Zurich, LLC, (xvii) Citation Michigan, LLC, (xviii) Citation Wisconsin Forging, LLC, (xix) Citation Wisconsin, LLC, (xx) ITM Holding Co., LLC, (xxi) Interstate Southwest, Ltd., (xxii) Texas Foundries, Ltd., and (xxiii) MFC Liquidating Company, Ltd.

**Exhibit "C"**

Proposed Notice to Creditors

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CITATION CORPORATION, et al.,<sup>1</sup></b>	)	
	)	<b>Case No. _____</b>
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>

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**NOTICE TO CREDITORS REGARDING JOINT ADMINISTRATION**

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TO CREDITORS AND PARTIES IN INTEREST:

**PLEASE TAKE NOTICE**, pursuant to Federal Rule of Bankruptcy Procedure 1015(b), the United States Bankruptcy Court for the Northern District of Alabama, Southern Division, has ordered the joint administration of the chapter 11 cases listed in the above caption and corresponding footnote.

Joint administration of the estates in each of the chapter 11 cases includes:

- (a). The use of a single docket for administrative matters, including the list of claims filed and the filing, logging and docketing of pleadings in order;
- (b). the combining of notices to creditors and other parties of interest;

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<sup>1</sup> In addition to the Citation Corporation, the Debtors include the following entities: (i) Citation Holding Company, (ii) Berlin Foundry Corporation, (iii) Bohn Aluminum, Inc., (iv) Castwell Products, Inc., (v) Citation Precision, Inc., (vi) HI-TECH, Inc., (vii) Iroquois Foundry Corporation, (viii) ISW Texas Corporation, (ix) Mansfield Foundry Corporation, (x) OBI Liquidating Corp., (xi) Texas Steel Corporation, (xii) TSC Texas Corporation, (xiii) Citation Aluminum, LLC, (xiv) Citation Castings, LLC, (xv) Citation Grand Rapids, LLC, (xvi) Citation Lake Zurich, LLC, (xvii) Citation Michigan, LLC, (xviii) Citation Wisconsin Forging, LLC, (xix) Citation Wisconsin, LLC, (xx) ITM Holding Co., LLC, (xxi) Interstate Southwest, Ltd., (xxii) Texas Foundries, Ltd., and (xxiii) MFC Liquidating Company, Ltd.

- (c). the scheduling of hearings;
- (d). the filing of a single monthly operating report with the Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama by the Debtors; and
- (e). the joint handling of other administrative matters; and
- (f). the filing of a single proof of claim with a statement included therein against which of the affiliated entities the claim is filed.

Pursuant to the Court's Order, the official case caption of the Debtors' jointly-administered chapter 11 cases is the caption used in this Notice. All papers filed in the Debtors' chapter 11 cases shall use the official caption and case number as shown on this Notice and should indicate that the cases are jointly administered. No papers or pleadings shall be filed hereafter in any other case. To the extent that papers are misfiled, the Clerk of Court may - but is not required to - refile such misfiled pleading or paper in the correct case. The Debtors' estates have not been substantially consolidated.

Dated this the \_\_\_\_ day of September, 2004.

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Michael Leo Hall  
Robert B. Rubin  
Rita H. Dixon

Attorneys for Debtors and Debtors in  
Possession

**OF COUNSEL:**  
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**Exhibit "D"**

Proposed Order Granting Joint Administration

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CITATION CORPORATION, et al.,<sup>1</sup></b>	)	
	)	<b>Case No. _____</b>
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>

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**ORDER AUTHORIZING JOINT ADMINISTRATION**

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This matter came to be heard upon the motion (the "Motion") of Citation Corporation ("Citation"), its holding company, and certain of its direct and indirect subsidiaries (the "Subsidiaries"), as debtors and debtors in possession (collectively, the "Debtors"), for an order authorizing joint administration of the Debtors' chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). Upon consideration of the Affidavit of Charles P. Bloome in Support Chapter 11 Petitions and First Day Orders; the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28

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<sup>1</sup> In addition to the Citation Corporation, the Debtors include the following entities: (i) Citation Holding Company, (ii) Berlin Foundry Corporation, (iii) Bohn Aluminum, Inc., (iv) Castwell Products, Inc., (v) Citation Precision, Inc., (vi) HI-TECH, Inc., (vii) Iroquois Foundry Corporation, (viii) ISW Texas Corporation, (ix) Mansfield Foundry Corporation, (x) OBI Liquidating Corp., (xi) Texas Steel Corporation, (xii) TSC Texas Corporation, (xiii) Citation Aluminum, LLC, (xiv) Citation Castings, LLC, (xv) Citation Grand Rapids, LLC, (xvi) Citation Lake Zurich, LLC, (xvii) Citation Michigan, LLC, (xviii) Citation Wisconsin Forging, LLC, (xix) Citation Wisconsin, LLC, (xx) ITM Holding Co., LLC, (xxi) Interstate Southwest, Ltd., (xxii) Texas Foundries, Ltd., and (xxiii) MFC Liquidating Company, Ltd.

U.S.C. §§ 157 and 1334; due notice of the Motion having been provided to (1) the Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Administrator"); (2) counsel to JPMorgan Chase Bank as Administrative Agent for the Debtors' prepetition lenders; (3) counsel to JPMorgan Chase Bank as Administrative Agent for the Debtors' proposed postpetition lenders; (4) the Debtors' twenty (20) largest unsecured creditors (on a consolidated basis); and (5) the District Director of Internal Revenue Service for the Northern District of Alabama; and it appearing that no other or further notice need be provided; the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; upon the Motion and all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

**ORDERED** that the Motion is **GRANTED**; and it is further

**ORDERED** that the chapter 11 cases shall be jointly administered pursuant to Bankruptcy Rule 1015(b); and it is further

**ORDERED** that joint administration of the Debtors' cases includes:

- (a) The use of a single docket for administrative matters, including the list of claims filed and the filing, logging and docketing of pleadings in order;
- (b) The combining of notices to creditors and other parties of interest;
- (c) The scheduling of hearings;
- (d) The filing of a single monthly operating report with the Bankruptcy Administrator by the Debtors;
- (e) The joint handling of other administrative matters;
- (f) The filing of a single proof of claim in the consolidated case with a statement therein against which of the affiliated entities the claim is filed;

and it is further

**ORDERED** that the official caption of the jointly-administered case shall be as set forth in the attached Exhibit "1"; and it is further

**ORDERED** that the Debtors are to serve notice of the joint administration of these estates on all creditors and parties in interest, which notice shall substantially conform to the proposed notice attached hereto as Exhibit "2." Any creditors or parties in interest may file an objection to the entry of this Order on or before the expiration of twenty (20) days following receipt of the notice of joint administration; and it is further

**ORDERED** that the notice of the joint administration of these estates shall be separately filed and docketed in each of the Debtors' cases; and it is further

**ORDERED** that all subsequent pleadings and papers filed in these cases be filed electronically only in the joint case style and not in any of the other cases, except that proofs of claim may be filed in paper format (although electronic filing is preferred); and it is further

**ORDERED** that nothing contained in the Motion or this Order shall be construed to cause a substantive consolidation of the Debtors' chapter 11 cases.

Dated this the \_\_\_\_ day of September, 2004.

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**UNITED STATES BANKRUPTCY JUDGE**

**Exhibit "1"**

Proposed Style of the Jointly-Administered Case

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

**IN RE:**

**CITATION CORPORATION, et al.,<sup>2</sup>**

**Debtors.**

)  
) **Chapter 11**  
)  
) **Case No. \_\_\_\_\_**  
) **(Jointly Administered)**

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<sup>2</sup> In addition to the Citation Corporation, the Debtors include the following entities: (i) Citation Holding Company, (ii) Berlin Foundry Corporation, (iii) Bohn Aluminum, Inc., (iv) Castwell Products, Inc., (v) Citation Precision, Inc., (vi) HI-TECH, Inc., (vii) Iroquois Foundry Corporation, (viii) ISW Texas Corporation, (ix) Mansfield Foundry Corporation, (x) OBI Liquidating Corp., (xi) Texas Steel Corporation, (xii) TSC Texas Corporation, (xiii) Citation Aluminum, LLC, (xiv) Citation Castings, LLC, (xv) Citation Grand Rapids, LLC, (xvi) Citation Lake Zurich, LLC, (xvii) Citation Michigan, LLC, (xviii) Citation Wisconsin Forging, LLC, (xix) Citation Wisconsin, LLC, (xx) ITM Holding Co., LLC, (xxi) Interstate Southwest, Ltd., (xxii) Texas Foundries, Ltd., and (xxiii) MFC Liquidating Company, Ltd.

**Exhibit "2"**

Proposed Notice to Creditors

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>CITATION CORPORATION, et al.,<sup>3</sup></b>	)	
	)	<b>Case No. _____</b>
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>

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**NOTICE TO CREDITORS REGARDING JOINT ADMINISTRATION**

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TO CREDITORS AND PARTIES IN INTEREST:

**PLEASE TAKE NOTICE**, pursuant to Federal Rule of Bankruptcy Procedure 1015(b), the United States Bankruptcy Court for the Northern District of Alabama, Southern Division, has ordered the joint administration of the chapter 11 cases listed in the above caption and corresponding footnote.

Joint administration of the estates in each of the above-referenced cases includes:

(a). The use of a single docket for administrative matters, including the list of claims filed and the filing, logging and docketing of pleadings in order;

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<sup>3</sup> In addition to the Citation Corporation, the Debtors include the following entities: (i) Citation Holding Company, (ii) Berlin Foundry Corporation, (iii) Bohn Aluminum, Inc., (iv) Castwell Products, Inc., (v) Citation Precision, Inc., (vi) HI-TECH, Inc., (vii) Iroquois Foundry Corporation, (viii) ISW Texas Corporation, (ix) Mansfield Foundry Corporation, (x) OBI Liquidating Corp., (xi) Texas Steel Corporation, (xii) TSC Texas Corporation, (xiii) Citation Aluminum, LLC, (xiv) Citation Castings, LLC, (xv) Citation Grand Rapids, LLC, (xvi) Citation Lake Zurich, LLC, (xvii) Citation Michigan, LLC, (xviii) Citation Wisconsin Forging, LLC, (xix) Citation Wisconsin, LLC, (xx) ITM Holding Co., LLC, (xxi) Interstate Southwest, Ltd., (xxii) Texas Foundries, Ltd., and (xxiii) MFC Liquidating Company, Ltd.



- (b). the combining of notices to creditors and other parties of interest;
- (c). the scheduling of hearings;
- (d). the filing of a single monthly operating report with the Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama by the Debtors; and
- (e). the joint handling of other administrative matters; and
- (f). the filing of a single proof of claim with a statement included therein against which of the affiliated entities the claim is filed.

Pursuant to the Court's Order, the official case caption of the Debtors' jointly-administered chapter 11 cases is the caption used in this Notice. All papers filed in the Debtors' chapter 11 cases shall use the official caption and case number as shown on this Notice and should indicate that the cases are jointly administered. No papers or pleadings shall be filed hereafter in any other case. To the extent that papers are misfiled, the Clerk of Court may - but is not required to - refile such misfiled pleading or paper in the correct case. The Debtors' estates have not been substantially consolidated.

Dated this the \_\_\_\_ day of September, 2004.

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Robert B. Rubin  
Rita H. Dixon  
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Possession

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